CAMPBELL SOUP CO

Form 4

September 18, 2012

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB Number:

3235-0287

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if no longer subject to

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

OMB APPROVAL

Estimated average

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5 Relationship of Reporting Person(s) to

Section 16. Form 4 or Form 5 obligations may continue.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

2 Jaguar Nama and Tiakar or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

09/14/2012

Stock

See Instruction

CARPENTER EDMUND M			ouer Name and Ticker of Tradin ol [PBELL SOUP CO [CPB]	Issuer				
(Last)	(First)	Middle) 3. Date	e of Earliest Transaction	(Check all applicable))			
1 CAMPB	ELL PLACE	•	h/Day/Year) H/2012		Owner r (specify			
	(Street)		mendment, Date Original	•	6. Individual or Joint/Group Filing(Check			
CAMDEN	, NJ 08103	Filed(N	Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Per Form filed by More than One Rep Person				
(City)	(State)	(Zip) Ta	able I - Non-Derivative Securi	ties Acquired, Disposed of, or Beneficiall	y Owned			
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 3, 4 and 5)	O) Securities Ownership	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
Common Stock	09/14/2012		M 11,272 A	\$ 23.27 41,403 D				
Common	00/14/2012			\$ 34.5274				

11.272 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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34.5274 30.131

(1)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		3 (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options (right to buy)	\$ 23.27	09/14/2012		M	11,272	(2)	01/01/2013	Common Stock	11,272	

Reporting Owners

Reporting Owner Name / Address	Relationships				
reporting 6 wher rune / rune ess	Director	10% Owner	Officer	Other	
CARPENTER EDMUND M					
1 CAMPBELL PLACE	X				
CAMDEN, NJ 08103					

Signatures

Tara L. Smith, Attorney-in-Fact 09/18/2012

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- The price reflects the weighted average sale price for the transactions reported on this line. The range of prices for the transactions

 (1) reported on this line are \$34.49 to and including \$34.55. The full information regarding the number of shares sold at each separate price will be provided upon request by the Commission staff.
- (2) The options vested cumulatively over three years at the rate of 30%, 60%, 100% respectively on the first three anniversaries of the Grant Date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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